

20232-A

FAEGRE & BENSON LLP

2200 NORWEST CENTER, 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901
TELEPHONE 612-336-3000
FACSIMILE 612-336-3026

DAVID M. BEADIE
612/336-3125

September 13, 1996

Vernon A. Williams
Office of the Secretary
Recordations Unit
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, D C 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 3 10 05 AM '96

Re: Recordation of Lease Supplement to Lease recorded under number 20232

Dear Mr. Williams

I have enclosed two originals of a secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code

Document Description

Equipment Lease Supplement No 1, dated as of September 3, 1996, between Farm Credit Leasing Services Corporation as agent for Farm Credit Services of Southern Minnesota, ACA, and ProGold Limited Liability Company.

Party Information

The names and addresses of the parties to the enclosed secondary document are as follows

(a) Lessor

Farm Credit Leasing Services Corporation
1600 Colonnade
5500 Wayzata Blvd.
Minneapolis, MN 55416-1252.

(b) as agent for Owner

Farm Credit Services of Southern Minnesota, ACA
600 South Highway 169-#1520
Minneapolis, MN 55426

Minneapolis Denver Des Moines London Frankfurt Almaty

Vernon A. Williams
September 13, 1996
Page 2

(c) Lessee

ProGold Limited Liability Company
101 North Third Street
Moorhead, MN 56560

Equipment Information

The equipment covered by each of the enclosed primary documents is as follows:
130 - 19,636 gallon, 10 ton, Model 36-196-6 tank railcars manufactured by Trinity Industries, Inc. The AAR mechanical designation for these cars is AAR211A100W1. Serial numbers and car numbers for these tank railcars are listed in Schedule A, attached hereto

Summary Information

A summary of the enclosed secondary document is as follows: Lease Supplement dated September 3, 1996 reflecting the acceptance and delivery of 130 tank railcars pursuant to a twenty year equipment lease, with Recordation No. 20232, for the lease of 19,636 gallon, 110 ton, Model 36-196-6 tank railcars, manufactured by Trinity Industries, Inc. See Schedule A for car numbers and serial numbers

Our check payable to the Surface Transportation Board for the filing fee of \$21 is enclosed. Please return the original of each of the enclosed documents to me at the following address

David M Beadie
Faegre & Benson
2200 Norwest Center
90 South Sixth Street
Minneapolis, MN 55402-3901

Please call me if you have any questions or desire additional information

Very truly yours,



David M Beadie

DMB:psm
Enclosures
MI 0177507 01

FAEGRE & BENSON LLP

2200 NORWEST CENTER, 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901

TELEPHONE 612-336-3000
FACSIMILE 612-336-3026

DAVID M. BEADIE
612/336-3125

September 25, 1996

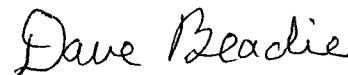
Ms. Janice Fort
Recordations Unit
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, D.C. 20423

Re. Recordation of Lease Supplement to Lease recorded under number 20232

Dear Ms. Fort:

Per our telephone conversation of September 20, 1996, I have enclosed a check in the amount of \$1.00 for the shortage in our check mailed to you on September 13, 1996 in the amount of \$21.00

Very truly yours,



David M. Beadie

DMB:ms
Enclosure
MI 0180119 01

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

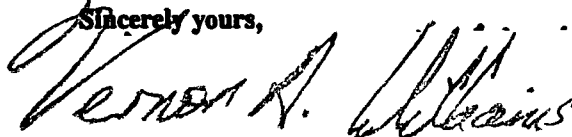
10/3/96

David M. Beadie
Faegre & Benson
2200 Norwest Center
90 South Sixth Street
Minneapolis, MN 55402-3901

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/3/96 at 10:10AM , and assigned recordation number(s). 20232-A.

Sincerely yours,

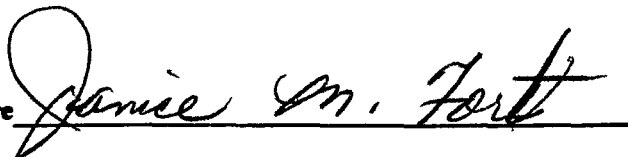


Vernon A. Williams
Secretary

Enclosure(s)

\$22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



20232-A

CCF 3 - 1993 10:10 AM

LEASE SUPPLEMENT NO. 1

This Lease Supplement No. 1 dated September 3, 1996 between Farm Credit Leasing Services Corporation, a federally chartered corporation (the "Lessor"), not individually but solely as agent for the owner designated below (the "Owner") and ProGold Limited Liability Company (the "Lessee").

OWNER: Farm Credit Services of Southern Minnesota, ACA

1. Lessor and Lessee have heretofore entered into an Equipment Lease dated as of July 25, 1996 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof.

2. The Lease covers certain 19,636 gallon, 110 ton, Model 36-196-6 tank rail cars manufactured by Trinity Industries, Inc. (the "Equipment" and individually an "Item of Equipment" or an "Item").

3. Lessee hereby certifies that Lessee has inspected, received, approved and accepted delivery under the Lease of the following Items of Equipment effective on and as of the date of delivery from Trinity Industries, Inc. to Lessor under the Purchase Agreement (as assigned to Lessor):

NUMBER OF TANK RAILCARS: 130

SERIAL NUMBERS: As per attached Schedule A.

LESSOR'S COST PER RAILCAR: \$65,456.00

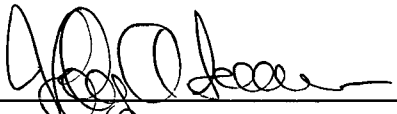
4. Lessee further certifies that the foregoing Items of Equipment are in good order and condition, and conform to the specifications applicable thereto, that the Lessee has no knowledge of any defect in any of the foregoing Items of Equipment with respect to design, manufacture, condition or in any other respect, and that each Item has been labeled by means of a plate or a stencil printed in contrasting colors upon each side of the Item in letters not less than four inches in height as follows:

Owned by a Lessor subject to a Lease filed with the Surface Transportation Board.

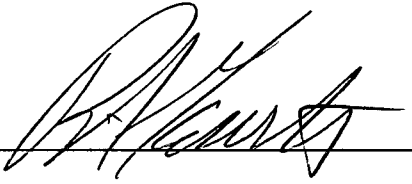
5. Lessee further certifies that the Lessor's Cost (as defined in the Lease) is the amount shown above for each railcar covered by this Supplement and that such amount is correct.

IN WITNESS WHEREOF, Lessor and Lessee have signed this Supplement as of the date and year first above written.

Farm Credit Leasing Services Corporation,
as Agent

By 
Its Vice President

ProGold Limited Liability Company

By 
Its: Chief Manager

COUNTERPART NO. 7 OF 9 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. A SECURITY INTEREST IN THE LESSOR'S INTEREST IN THE ABOVE SUPPLEMENT THAT IS PERFECTED BY POSSESSION OF THIS SUPPLEMENT MAY BE PERFECTED BY POSSESSION OF ONLY COUNTERPART NO. 1 OF THIS SUPPLEMENT.

Lease Supplement

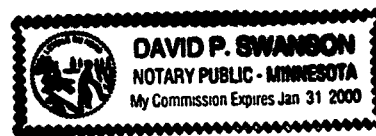
STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this 3rd day of September, 1996 before me personally appeared Red Geurts, to me personally known, who being by me duly sworn, says that he is the Chief Manager of ProGold Limited Liability Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

David P. Swanson
Signature of Notary Public

My commission expires Jan. 31, 2000



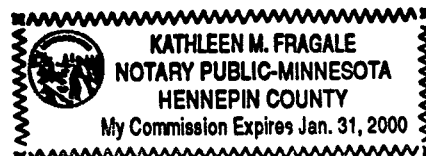
STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 3rd day of September, 1996 before me personally appeared Jeffrey A. Severson, to me personally known, who being by me duly sworn, says that he is the Vice President of Farm Credit Leasing Services Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Kathleen M. Fragle
Signature of Notary Public

My commission expires Jan. 31, 2000



SCHEDULE A

One hundred thirty (130) new 19,600 gallon capacity AAR 211A100W1 railroad tank cars with the following reporting marks, car numbers and serial numbers:

CAR NUMBER	SERIAL NUMBER	CAR NUMBER	SERIAL NUMBER	CAR NUMBER	SERIAL NUMBER
PRGX 010102	520825	PRGX 010163	520886	PRGX 010601	521324
PRGX 010113	520836	PRGX 010164	520887	PRGX 010602	521325
PRGX 010115	520838	PRGX 010165	520888	PRGX 010603	521326
PRGX 010116	520839	PRGX 010166	520889	PRGX 010604	521327
PRGX 010117	520840	PRGX 010167	520890	PRGX 010605	521328
PRGX 010118	520841	PRGX 010168	520891	PRGX 010606	521329
PRGX 010119	520842	PRGX 010169	520892	PRGX 010607	521330
PRGX 010120	520843	PRGX 010170	520893	PRGX 010608	521331
PRGX 010121	520844	PRGX 010171	520894	PRGX 010609	521332
PRGX 010122	520845	PRGX 010172	520895	PRGX 010610	521333
PRGX 010123	520846	PRGX 010173	520896	PRGX 010611	521334
PRGX 010124	520847	PRGX 010174	520897	PRGX 010612	521335
PRGX 010125	520848	PRGX 010175	520898	PRGX 010613	521336
PRGX 010126	520849	PRGX 010176	520899	PRGX 010614	521337
PRGX 010128	520851	PRGX 010177	520900	PRGX 010615	521338
PRGX 010129	520852	PRGX 010178	520901	PRGX 010616	521339
PRGX 010130	520853	PRGX 010179	520902	PRGX 010617	521340
PRGX 010131	520854	PRGX 010181	520904	PRGX 010618	521341
PRGX 010132	520855	PRGX 010182	520905	PRGX 010619	521342
PRGX 010133	520856	PRGX 010183	520906	PRGX 010620	521343
PRGX 010135	520858	PRGX 010184	520907	PRGX 010621	521344
PRGX 010136	520859	PRGX 010185	520908	PRGX 010622	521345
PRGX 010138	520861	PRGX 010186	520909	PRGX 010623	521346
PRGX 010139	520862	PRGX 010187	520910	PRGX 010624	521347
PRGX 010140	520863	PRGX 010188	520911	PRGX 010625	521348
PRGX 010142	520865	PRGX 010190	520913	PRGX 010626	521349
PRGX 010143	520866	PRGX 010191	520914	PRGX 010627	521350
PRGX 010144	520867	PRGX 010192	520915	PRGX 010628	521351
PRGX 010146	520869	PRGX 010193	520916	PRGX 010629	521352
PRGX 010147	520870	PRGX 010194	520917	PRGX 010630	521353
PRGX 010148	520871	PRGX 010195	520918	PRGX 010631	521354
PRGX 010149	520872	PRGX 010196	520919	PRGX 010632	521355
PRGX 010150	520873	PRGX 010197	520920	PRGX 010633	521356
PRGX 010151	520874	PRGX 010198	520921	PRGX 010634	521357
PRGX 010152	520875	PRGX 010199	520922	PRGX 010635	521358
PRGX 010153	520876	PRGX 010200	520923	PRGX 010636	521359
PRGX 010154	520877	PRGX 010201	520924	PRGX 010637	521360
PRGX 010156	520879	PRGX 010202	520925	PRGX 010638	521361
PRGX 010157	520880	PRGX 010203	520926	PRGX 010639	521362
PRGX 010158	520881	PRGX 010204	520927	PRGX 010640	521363
PRGX 010159	520882	PRGX 010205	520928	PRGX 010641	521364
PRGX 010160	520883	PRGX 010206	520929	PRGX 010644	521367
PRGX 010161	520884	PRGX 010600	521323	PRGX 010646	521369
PRGX 010162	520885				